

of any proceeding in which the director shall have been adjudged to be liable to the corporation.

(3) (I) The termination of any proceeding by judgment, order, OR settlement[, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable] DOES NOT CREATE A presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(II) THE TERMINATION OF ANY PROCEEDING BY CONVICTION, OR A PLEA OF NOLO CONTENDERE OR ITS EQUIVALENT, OR AN ENTRY OF AN ORDER OF PROBATION PRIOR TO JUDGMENT, CREATES A REBUTTABLE PRESUMPTION THAT THE DIRECTOR DID NOT MEET THAT STANDARD OF CONDUCT.

(e) (1) Indemnification under subsection (b) of this section may not be made by the corporation unless authorized [in the specific case] FOR A SPECIFIC PROCEEDING after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in subsection (b) of this section.

(f) (1) Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding[, after a determination that the facts then known to those making the determination would not preclude indemnification under this section,] upon receipt by the corporation of:

(i) A written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the corporation as authorized in this section has been met; and

(ii) A written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

(2) The undertaking required by subparagraph (ii) of paragraph (1) of this subsection shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make the repayment.

(3) [Determinations and authorizations of payments] PAYMENTS under this subsection shall be [in the manner] MADE AS PROVIDED BY THE CHARTER, BYLAWS, OR CONTRACT OR AS specified in subsection (e) of this section.

(g) [A provision for the corporation to indemnify a director who is made a party to a proceeding, whether contained in] THE INDEMNIFICATION AND ADVANCEMENT OF EXPENSES PROVIDED OR